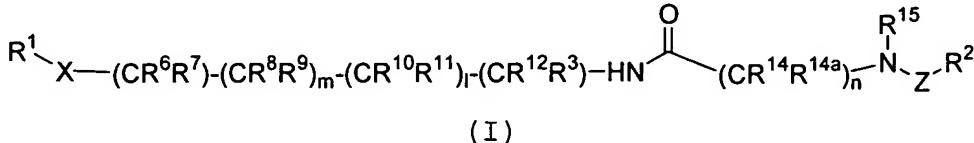


AMENDMENTS TO THE CLAIMS

B1
1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, $-\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{NH}-$, $-\text{C}(\text{S})\text{NH}-$, $-\text{SO}_2-$, and $-\text{SO}_2\text{NH}-$;

10

X is selected from NR^{17} , $-\text{O}-$, $-\text{S}-$, and $-\text{CHR}^{16}\text{NR}^{17}-$;

X is selected from $-\text{NR}^{17}-$, $-\text{O}-$, and $-\text{CHR}^{16}\text{NR}^{17}-$;

15 R¹ is selected from a C₆-10 aryl group substituted with 0-5 R⁴ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁴;

20 R² is selected from a C₆-10 aryl group substituted with 0-5 R⁵ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁵;

25 R³ is selected from H, $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{SH}$, $(\text{CRR})_q\text{OR}^{3d}$, $(\text{CRR})_q\text{S(O)}_p\text{R}^{3d}$, $(\text{CRR})_r\text{C(O)}\text{R}^{3b}$, $(\text{CRR})_q\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C(O)}\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C(O)}\text{NR}^{3a}\text{OR}^{3d}$, $(\text{CRR})_q\text{SO}_2\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C(O)}\text{OR}^{3d}$, a $(\text{CRR})_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e}, and

AMENDMENTS TO THE CLAIMS

B1
a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

5 with the proviso that R³ is not H if R⁶ is H;

alternatively, R³ and R¹² join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{3g}, a C₅₋₆ lactam substituted with 0-2 R^{3g}, or a C₅₋₆ lactone substituted with 0-2 R^{3g};

10

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

15

20

25

30

R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

B1
R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3d}, at each occurrence, is independently selected from
5 H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R^{3g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{3d}, (CHR)_qS(O)_pR^{3d}, (CHR)_rC(O)R^{3b}, (CHR)_qNR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CHR)_qSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e};~~

R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
30 (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and

B1
($\text{CHR}_r\text{C}(\text{O})\text{OR}^{3d}$, and $(\text{CH}_2)_r$ phenyl substituted with R^{3e} ;

R^4 , at each occurrence, is selected from C_{1-8} alkyl,
5 C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl,
Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{OH}$,
 $(\text{CR}'\text{R}')_r\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{H}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{CR}'\text{R}')_r\text{R}^{4d}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$,
10 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{4a}\text{R}^{4a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{S})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{4f})\text{NR}^{4a}\text{R}^{4a}$,
15 $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{4f})\text{NR}^{4f}\text{R}^{4f}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , and $(\text{CR}'\text{R}')_r$ phenyl substituted with 0-3 R^{4e} ;

alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

25 R^{4a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4g} , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(\text{CH}_2)_r$ - C_{3-10} carbocyclic residue substituted

B1

with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

5

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

10 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

15 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

B1

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d},
5 -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
10 (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH,
(CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b},
15 (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b},
CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a},
20 (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b},
(CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a},
(CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈
25 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R'^{5e}, and (CR'R')_rphenyl substituted with 0-3 R^{5e};

alternatively, two R⁵ on adjacent atoms on R² may join
25 to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted

AMENDMENTS TO THE CLAIMS

31 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

10 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

15 R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

25 R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

B¹

R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

5 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, 10 and (CH₂)_rphenyl substituted with R^{5e};

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, 15 (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and 20 S, substituted with 0-3 R^{6e};

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered 25 ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl

31 substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

5 R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

10 15 R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

20 25 30 R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

B1
R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d},

5 (CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
(CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},
(CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

10 R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d},
(CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a},
(CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀

15 carbocyclic residue substituted with 0-5 R^{7e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

20 R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

AMENDMENTS TO THE CLAIMS

R^{7b}, at each occurrence, is independently selected from

C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl

substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted

with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue

5 substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6

membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted

with 0-3 R^{7e};

10 R^{7d}, at each occurrence, is independently selected from

H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3

R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆

alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀

carbocyclic residue substituted with 0-3 R^{7e}, and

15 a (CH₂)_r-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and

S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from

20 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆,

cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,

(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋

5 alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

25 R^{7f}, at each occurrence, is independently selected from

H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},

30 (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a},

B1

(CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d},
(CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{8e}, and
a (CRR)_r-5-10 membered heterocyclic system
5 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{8e};

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{8g}, a 5-6 membered ring
10 lactam substituted with 0-2 R^{8g}, or a 5-6 membered
ring lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e},
15 C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl
substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
20 O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl
substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted
25 with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{8e};

B1
R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3

R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10 R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

15 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d},
20 (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
(CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d},
(CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

25 R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
(CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
(CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
(CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀

B1
carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

5

R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

15 R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

20 R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

10 R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
15 (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CRR)_r-5-10 membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

30 R^{10a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3

B1
R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,

AMENDMENTS TO THE CLAIMS

B1
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

R^{10f}, at each occurrence, is independently selected
5 from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d},
(CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},
(CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
10 (CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e};

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
15 (CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
(CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and
20 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected
25 from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10

B1

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

5 R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_{r-C₃₋₆} carbocyclic residue substituted with 0-2 R^{11e}, and
10 a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected
15 from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_{r-5-6} membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected
30 from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

AMENDMENTS TO THE CLAIMS

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d}, (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d}, (CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

AMENDMENTS TO THE CLAIMS

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

10 R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

15 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20 R¹⁴ and R^{14a} are independently selected from H, and C₁₋₄ alkyl substituted with 0-1 R^{14b},

alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆ cycloalkyl;

25 R^{14b}, at each occurrence, is independently selected from -OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and phenyl;

30 R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

AMENDMENTS TO THE CLAIMS

R¹⁵ is selected from H, C₁₋₄ alkyl, and C₃₋₆ cycloalkyl;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3

5 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

10 R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is selected from 1 and 2;

15

l is selected from 0 and 1;

m is selected from 0 and 1;

20 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

25 r, at each occurrence, is selected from 0, 1, 2, 3, or
4.

2. (CURRENTLY AMENDED) A compound of claim 1,
wherein

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AMENDMENTS TO THE CLAIMS

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

B1
~~X is selected from NR¹⁷, O, S, and CHR¹⁶NR¹⁷-;~~

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X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆-10 aryl group substituted with
0-5 R⁴ and a 5-10 membered heteroaryl system

10 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁴;

R² is selected from a C₆-10 aryl group substituted with

0-5 R⁵ and a 5-10 membered heteroaryl system

15 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},

(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},

20 (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},

(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃-10

carbocyclic residue substituted with 0-5 R^{3e}, and
a (CRR)_r-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and

25 S, substituted with 0-3 R^{3e};

alternatively, R³ and R¹² join to form a C₃-6 cycloalkyl
substituted with 0-2 R^{3g}, a C₅-6 lactam substituted
with 0-2 R^{3g}, or a C₅-6 lactone substituted with

30 0-2 R^{3g};

AMENDMENTS TO THE CLAIMS

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

31 R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl,
5 C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

10 R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R^{3g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{3d},~~
~~(CHR)_qS(O)_pR^{3d}, (CHR)_rC(O)R^{3b}, (CHR)_qNR^{3a}R^{3a},~~
15 ~~(CHR)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d},~~
~~(CHR)_qSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀ carboyclic residue substituted with 0-5 R^{3e};~~

20 R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with R^{3e};

25 R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,

B1

(CR' R')_rC(O) (CR' R')_rR^{4b}, (CR' R')_rC(O)NR^{4a}R^{4a},
(CR' R')_rNR^{4f}C(O) (CR' R')_rR^{4b},
(CR' R')_rC(O)O(CR' R')_rR^{4d}, (CR' R')_rOC(O) (CR' R')_rR^{4b},
(CR' R')_rNR^{4f}C(O)O(CR' R')_rR^{4d}, (CR' R')_rOC(O)NR^{4a}R^{4a},
5 (CR' R')_rNR^{6a}C(S)NR^{6a}(CR' R')_rR^{6d},
(CR' R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR' R')_rC(=NR^{4f})NR^{4a}R^{4a},
(CR' R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR' R')_rS(O)_p(CR' R')_rR^{4b},
(CR' R')_rS(O)₂NR^{4a}R^{4a}, (CR' R')_rNR^{6f}S(O)₂NR^{6a}R^{6a},
(CR' R')_rNR^{4f}S(O)₂(CR' R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈
10 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
substituted with 0-3 R', and (CR' R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
15 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
20 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
25 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2

31 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

10 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

15 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

20 R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

25 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

30 R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,

31

(CR' R')_rO(CR' R')_rR^{5d}, (CR' R')_rSH, (CR' R')_rC(O)H,
(CR' R')_rS(CR' R')_rR^{5d}, (CR' R')_rC(O)OH,
(CR' R')_rC(O)(CR' R')_rR^{5b}, (CR' R')_rC(O)NR^{5a}R^{5a},
(CR' R')_rNR^{5f}C(O)(CR' R')_rR^{5b},
5 (CR' R')_rC(O)O(CR' R')_rR^{5d}, (CR' R')_rOC(O)(CR' R')_rR^{5b},
CR' R')_rNR^{5f}C(O)O(CR' R')_rR^{5d}, (CR' R')_rOC(O)NR^{5a}R^{5a},
(CR' R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR' R')_rC(=NR^{5f})NR^{5a}R^{5a},
(CR' R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR' R')_rS(O)_p(CR' R')_rR^{5b},
(CR' R')_rS(O)₂NR^{5a}R^{5a}, (CR' R')_rNR^{5a}S(O)₂NR^{5a}R^{5a},
10 (CR' R')_rNR^{5f}S(O)₂(CR' R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈
alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
substituted with 0-3 R', and (CR' R')_rphenyl
substituted with 0-3 R^{5e};

15 alternatively, two R⁵ on adjacent atoms on R² may join
to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl
20 substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
25 selected from N, O, and S, substituted with 0-2
R^{5e};

R^{5b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl

31
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue
substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
5 heteroatoms selected from N, O, and S, substituted
with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from
C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl
10 substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl
substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{5e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
15 S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
20 alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and
(CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅
alkyl, and C₃₋₆ cycloalkyl, and phenyl;

25 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d},
-C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

31 R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

5 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

15 alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

20 R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

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R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d}, (CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},

(CHR)_q $\text{SO}_2\text{NR}^{6a}\text{R}^{6a}$, (CHR)_r C(O)OR^{6d} , and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d}, (CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d}, (CRR)_q $\text{SO}_2\text{NR}^{7a}\text{R}^{7a}$, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH_2)_rC₃₋₆ cycloalkyl, a (CH_2)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH_2)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH_2)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH_2)_r-5-6 membered heterocyclic system containing 1-4

AMENDMENTS TO THE CLAIMS

B1 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from
5 H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and
10 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
15 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from
20 H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},
25 (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rOR^{8d},
(CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and
30 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

AMENDMENTS TO THE CLAIMS

31 alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{8g}, a 5-6 membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g};

5 R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a 10 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25 R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ 30 carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system

AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

10 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d},
15 (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
(CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d},
(CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
20 (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
(CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
(CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and
25 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e},

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C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_{r-C₃₋₁₀} carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 5 O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_{r-C₃₋₆} carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};
15

R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ 20 carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};
25

R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;
30

B1
R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

5 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d}, (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d}, (CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

15 alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

20 R^{10a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

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R^{10b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted with 0-3 R^{10e}, a (CH₂)_{r-C₃₋₆} carbocyclic residue substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

R^{10f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d}, (CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},

(CHR)_q $\text{SO}_2\text{NR}^{10a}\text{R}^{10a}$, (CHR)_r C(O)OR^{10d} , and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
 R^{10e} ;

5 R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
(CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
10 carbocyclic residue substituted with 0-5 R^{11e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

15 R^{11a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈
alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆
cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
20 substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11e};

25 R^{11b}, at each occurrence, is independently selected
from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈
alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl
substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆
carbocyclic residue substituted with 0-2 R^{11e}, and
30 a (CH₂)_r-5-6 membered heterocyclic system

31 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected
5 from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected
from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
15 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected
20 from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
25 (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CRR)_r-5-10 membered heterocyclic system
30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

B | R^{12a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

B
R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R¹⁴ and R^{14a} are independently selected from H, and C₁₋₄ alkyl substituted with 0-1 R^{14b},

alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆ cycloalkyl;

15 R^{14b}, at each occurrence, is independently selected from -OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and phenyl;

20 R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁵ is selected from H, C₁₋₄ alkyl, and C₃₋₆ cycloalkyl;

25 R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

AMENDMENTS TO THE CLAIMS

B1 R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

5 n is selected from 1 and 2;

l is selected from 0 and 1;

m is selected from 0 and 1;

10

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

15

r, at each occurrence, is selected from 0, 1, 2, 3, or
4.

3. (ORIGINAL) The compound of claim 2, wherein:

20

R¹⁴ and R^{14a} are H;

R¹⁵ is H; and

25 n is 1.

4. (ORIGINAL) The compound of claim 3, wherein:

30 R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1
R^{16a}, wherein the alkyl is selected from methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, and s-

B1
butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

5 R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c}; and

10 R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

15 R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

20 6. (CURRENTLY AMENDED) The compound of claim 5, wherein:

25 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and 30 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and

B)

S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, 5 benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, pyrrolidinyl, tetrahydrofuran, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, 15 (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)_qSO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₆₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system 20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, pyrrolidinyl, tetrahydrofuran, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl,

AMENDMENTS TO THE CLAIMS

31
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R⁷ is H;

5

R¹² is selected from H, methyl, ethyl, and propyl;

alternatively, R³ and R¹² join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{3g}, a C₅₋₆ lactam substituted

10 with 0-2 R^{3g}, or a C₅₋₆ lactone substituted with 0-2 R^{3g}.

7. (CURRENTLY AMENDED) The compound of claim 6,
wherein:

15

R¹ is selected from phenyl substituted with 0-3 R⁴ and a 5-10 membered heteroaryl system substituted with 0-3 R⁴, wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thietyl, and tetrazolyl;

25

R² is selected from phenyl substituted with 0-3 R⁵ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms substituted with 0-3 R⁵, wherein the

30

B1

heteroaryl system is selected from
~~benzimidazolyl, benzofuranyl, benzothiofuranyl,~~
~~benzoxazolyl, benzthiazolyl, benztriazolyl,~~
~~benztetrazolyl, benzisoxazolyl, benzisothiazolyl,~~
5 ~~benzimidazolonyl, cinnolinyl, furanyl, imidazolyl,~~
~~indazolyl, indolyl, isoquinolinyl isothiazolyl,~~
~~isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,~~
~~pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,~~
~~quinazolinyl, quinolinyl, thiazolyl, thietyl, and~~
10 ~~tetrazolyl.~~

8. (CURRENTLY AMENDED) The compound of claim 7,
wherein:

15 X is $\text{CHR}^{16}\text{R}^{17}$;

R^4 , at each occurrence, is selected from C_{1-8} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CR}'\text{R}')_r\text{C}_{3-6}$
cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{R}^{4a}$,
20 $(\text{CR}'\text{R}')_r\text{OH}$, $(\text{CR}'\text{R}')_r\text{OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{SR}^{4d}$,
 $(\text{CR}'\text{R}')_r\text{C(O)OH}$, $(\text{CR}'\text{R}')_r\text{C(O)R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{C(O)NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C(O)R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{C(O)OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC(O)R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C(O)OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC(O)NR}^{4a}\text{R}^{4a}$,
25 $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C(O)NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{S(O)}_p\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{S(O)}_2\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S(O)}_2\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S(O)}_2\text{NR}^{4a}\text{R}^{4a}$, C_{1-6} haloalkyl, and
 $(\text{CR}'\text{R}')_r$ phenyl substituted with 0-3 R^{4e} ;

alternatively, two R⁴ on adjacent atoms join to form
-O-(CH₂)-O-;

B |
R^{4a}, at each occurrence, is independently selected from
5 H, methyl, ethyl, propyl, i-propyl, butyl, s-
butyl, i-butyl, t-butyl, pentyl, hexyl, allyl,
propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue
selected from cyclopropyl, cyclobutyl, cyclopentyl
and cyclohexyl;

10

R^{4b}, at each occurrence, is selected from methyl,
ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,
t-butyl, pentyl, hexyl, allyl, propargyl, a
(CH₂)_r-C₃₋₆ carbocyclic residue substituted with
15 0-3 R^{4e}, wherein the carbocyclic residue is
selected from cyclopropyl, cyclobutyl, cyclopentyl
and cyclohexyl, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
20 R^{4e}, wherein the heterocyclic system is selected
from pyridinyl, thiophenyl, furanyl, indazolyl,
benzothiazolyl, benzimidazolyl, benzothiophenyl,
benzofuranyl, benzoxazolyl, benzisoxazolyl,
quinolinyl, isoquinolinyl, imidazolyl, indolyl,
25 indolinyl, isoindolyl, isothiadiazolyl,
isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-
triazolyl, 1,2,3-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;

30

AMENDMENTS TO THE CLAIMS

B1
R^{4d}, at each occurrence, is selected from H, methyl,
CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-
butyl, t-butyl, pentyl, hexyl, allyl, propargyl,
and a (CH₂)_r-C₃₋₆ carbocyclic residue selected
5 from cyclopropyl, cyclobutyl, cyclopentyl and
cyclohexyl;

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
10 Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and
(CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, methyl,
15 ethyl, propyl, i-propyl, butyl, and cyclopropyl,
cyclobutyl, and phenyl;

R⁵, at each occurrence, is selected from methyl, ethyl,
propyl, i-propyl, butyl, i-butyl, s-butyl, t-
20 butyl, pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl,
Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
(CR'R')_rOR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rSR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{5b},
(CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)R^{5b},
25 (CR'R')_rC(O)OR^{5d}, (CR'R')_rOC(O)R^{5b},
(CR'R')_rNR^{5f}C(O)OR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d},
~~(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a},~~
30 ~~(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}, (CR'R')_rS(O)pR^{5b},~~

(CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R'')_rNR^{5f}S(O)₂R^{5b}, C₁₋₆ haloalkyl, and (CHR')_rphenyl substituted with 0-3 R^{5e};

5 alternatively, two R⁵ on adjacent atoms join to form -O-(CH₂)-O-;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

15 R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, 20 indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, 25 morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrazolyl, 1,2,4-triazolyl,

B'
1,2,3-triazolyl, tetrazolyl, thiadiazolyl,
thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

5 R^{5d}, at each occurrence, is selected from H, methyl,
CF₃, ethyl, propyl, i-propyl, butyl, s-butyl,
i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl,
and a (CH₂)_rC₃₋₆ carbocyclic residue selected
from cyclopropyl, cyclobutyl, cyclopentyl and
cyclohexyl;

10

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f},
15 (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl; and

R^{5f}, at each occurrence, is selected from H, methyl,
ethyl, propyl, i-propyl, butyl, and cyclopropyl,
cyclobutyl, and phenyl.

20

9. (ORIGINAL) The compound of claim 8, wherein:

R⁵ is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃,
25 CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a},
NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

R¹² is selected from H and methyl.

30 10. (CURRENTLY AMENDED) A compound of claim 9,
wherein:

Z is -C(O)-;

X is -CHR¹⁶NR¹⁷-;

5

R¹ is selected from phenyl substituted with 0-3 R⁴, and
~~a 5-10 membered heteroaryl system substituted with~~
~~0-2 R⁴, wherein the heteroaryl is selected from~~
~~indolyl, and pyridyl;~~

10

R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH,
(CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b},

15

(CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

alternatively, R³ and R¹² join to form cyclopropyl,
cyclopentyl or cyclohexyl;

20

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, t-butyl, allyl,
CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl,
cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

25

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and
morpholinyl;

30

R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

B1
R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

5 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

10

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

15

R⁸ is H;

R¹⁰ is selected from H and methyl;

20 R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

m is 0 or 1;

25

l is 0 or 1

r is 0 or 1; and

30 q is 1.

11. (WITHDRAWN) The compound of claim 1, wherein

B1
R³ is H; and

5 R⁶, is selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and
10 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e}.

15 . 12. (WITHDRAWN) The compound of claim 11, wherein

R¹⁴ and R^{14a} are H;

R¹⁵ is H;

20 n is 1;

25 R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

B1
R^{16a} is selected from methyl, ethyl, propyl, i-propyl,
-OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and
-NHC(O)R^{16c};

5 R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl;

R⁹ and R¹¹ are H; and

10 R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

15

13. (WITHDRAWN) The compound of claim 12, wherein

X is CHR¹⁶R¹⁷;

20 R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

25 R¹² is selected from H and methyl;

Z is -C(O)-;

30 R¹ is selected from phenyl substituted with 0-3 R⁴, and a 5-10 membered heteroaryl system substituted with

B1

0-2 R⁴, wherein the heteroaryl is selected from indolyl, and pyridyl;

R² is phenyl substituted with 0-2 R⁵;

5

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, (CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b}, (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

10 alternatively, R³ and R¹² join to form cyclopropyl, cyclopentyl or cyclohexyl;

15 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

20 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

25 R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

30 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;

B1 alternatively, two R⁴ join to form -O-(CH₂)-O-;

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
5 butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

R⁸ is H;

10

R¹⁰ is selected from H and methyl;

R¹⁶ is selected from H and methyl;

15 R¹⁷ is selected from H and methyl;

m is 0 or 1;

l is 0 or 1

20

r is 0 or 1; and

q is 1.

25 14. (CURRENTLY AMENDED) The compound of claim 1,
wherein the compound is selected from:

Methyl (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[
3-

30 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

31 Methyl (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

5

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoic acid;

10 (2S)-N-Methyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-Benzyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*) -*N*-Isopropyl-3-[(2,4-dimethylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

(2*S*) -*N*-tert-Butyl-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10

(2*S*) -*N*-Cyclopropyl-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15

(2*S*) -*N*-Cyclobutyl-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2*S*) -*N*-Phenyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25

(2*S*) -*N,N*-Dimethyl-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30

(2*S*) -*N*-Methyl, *N*-methoxy-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

B
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 Methyl (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

10 (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

Methyl (2S)-3-[[(1S/R)-1-(4-chlorophenyl)ethyl]amino]-
2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

20 Methyl (2S)-3-[[(1S/R)-1-(2,4-
dimethylphenyl)ethyl]amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

25 Methyl (2S)-3-[(1*H*-indol-3-ylmethyl)amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

30 (2S)-3-[(1*H*-indol-3-ylmethyl)amino]-2-[[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

Methyl (2*S*)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-

[[[[3-

5 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

Methyl (2*S*)-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

10

Methyl (2*S*)-2-[[[[2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

15

Methyl (2*S*)-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

20

(2*S*)-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25

N-[2-[[(1*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30

N-[2-[[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

8
N-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

tert-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

10

N-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

(2*S*)-*N*-tert-Butyl-2-[[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20

(2*S*)-*N*-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25

(2*S*)-*N*-tert-Butyl-3-[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2*S*)-*N*-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-

B1
[(4-bromo, 2-methylphenyl)methyl]amino]-
propanamide;

5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

B1
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
5 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-3-
15 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-3-
20 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-2-[(1,1-
25 dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-
30 (trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

B
N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-

(methyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-

5 (trifluoromethyl)benzamide;

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-

(methyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-

10 (trifluoromethyl)benzamide;

N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-

(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
15 (trifluoromethyl)benzamide;

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-

(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
20 (trifluoromethyl)benzamide;

N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-

25 2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-

30 2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

8
N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

5

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10

N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

15

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20

N-[2-[[*(1S, 2S)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

25

N-[2-[[*(1S, 2R)*]-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

30

B
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-
(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-
(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(ethylamino)carbonyl]amino]-5-
15 (trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
20 [[[(ethylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
25 (hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
30 (hydroxy)pentyl]amino]-2-oxoethyl]-2-

AMENDMENTS TO THE CLAIMS

B'1
[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

5 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
pyrrolidinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

10 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
azetidinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

15 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[(methylamino)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-
morpholinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

25 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
piperazinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

2
N-[2-[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-
5 dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

10 N-[2-[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

15 N-[2-[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20 N-[2-[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-
morpholinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

25 N-[2-[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-
methylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30 N-[2-[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-
methylphenyl)methyl]amino]methyl]-2-

AMENDMENTS TO THE CLAIMS

(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
5 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(tert-butyl)amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
10 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
15 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
20 dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25 N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30 N-[2-[[[(*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[(1,1-

B1
dimethylethoxy) carbonyl] amino]-5-
(trifluoromethyl) benzamide;

5 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

10 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(ethyl)butyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

15 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

20 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(propyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

30 N-[2-[[[(S)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-

B
[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[*(S)*-1-[[*(S)*-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

(2*S*)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(difluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethylthio)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(pentafluoroethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

B |
(2S)-N-tert-Butyl-2-[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-2-[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isopropylamino-5-

B'
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-N-tert-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-(tert-
butyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-N-tert-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
(methylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-tert-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
(isopropoxycarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N-tert-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
(isopropylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-tert-Butyl-2-[[[[2-(cyclohexylcarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2*S*) -*N*-*tert*-Butyl-2-[[[[2-(*para*-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2*S*) -*N*-*tert*-Butyl-2-[[[[2-[(*beta*-naphthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-2-[[[[2-(*meta*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-(*para*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*) -*N*-*tert*-Butyl-2-[[[[2-(*ortho*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(*para*-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

B1
(2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-
30 (trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

B1
(2S)-N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

10

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(4-bromophenyl)methyl]amino]-propanamide;

15

(2S)-N-tert-Butyl-3-[(4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2S)-N-tert-Butyl-3-[(4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2S)-N-tert-Butyl-3-[(4-bromo-2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2S)-N-tert-Butyl-3-[(4-methoxyphenyl)methyl]amino]-2-[[[3-

D/1
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(4-methoxy-2-
5 methylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

~~(2S)-N-tert-Butyl-3-[[(2-methoxypyridin-5-
10 yl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;~~

(2S)-N-tert-Butyl-3-[[(2,3-dimethyl-4-methoxy-
15 phenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(4-cyano-2-
20 methylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(4-ethylphenyl)methyl]amino]-2-
25 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2-methyl-4-
30 vinylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

8
(2S)-*N*-tert-Butyl-3-[[(4-ethyl-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5
(2S)-*N*-tert-Butyl-3-[[(4-isopropylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10
(2S)-*N*-tert-Butyl-3-[[(4-butylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15
(2S)-*N*-tert-Butyl-3-[[(4-dimethylaminophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20
(2S)-*N*-tert-Butyl-3-[[(4-dimethylamino-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25
(2S)-*N*-tert-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

1 (2S)-*N*-tert-Butyl-3-[[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2S)-*N*-tert-Butyl-3-[[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2S)-*N*-tert-Butyl-3-[[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2S)-~~N-tert-Butyl-3-[[(indol-3-yl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;~~

20

(2S)-*N*-tert-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2S)-*N*-tert-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2R)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

81
(2R)-N-tert-Butyl-3-[[(2,4-
5 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2R)-N- [(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
10 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Amyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
15 2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N- [(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
20 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N- [(1-methyl)cycloprop-1-yl]-3-[[(2,4-
25 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-Cyclopentyl-3-[[(2,4-
30 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

8 /
(2S)-N-Cyclohexyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-N-(β,β,β-Trifluoro)ethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

(2S)-N-Allyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
15 propanamide;

(2S)-N-Cyclopropylmethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
20 propanamide;

N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

25 N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30 N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

13/ (2*S*)-*N*-Isobutyl-3-[(2,4-dimethylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

5 propanamide;

(2*S*)-*N*-sec-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

10 propanamide;

(2*S*)-*N*-tert-Butyl-4-[(2,4-

dimethylphenyl)methyl]amino]-3-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

15 butanamide;

(2*S,3R*)-*N*-Ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

20 butanamide;

(2*S,3R*)-*N*-Ethyl-3-[(4-bromophenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

25 butanamide;

Methyl (2*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-3-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

30 propanoate;

AMENDMENTS TO THE CLAIMS

R /
(2R)-N-Ethyl-2-[((2,4-dimethylphenyl)methyl]amino]-3-[[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

Methyl (2S)-4-[((2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanoate;

10

(2S)-4-[((2,4-dimethylphenyl)methyl]amino]-2-[[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

15

(2S)-N-Ethyl-4-[((2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

20

(2S)-N-Ethyl-4-[((2,4-
dimethylphenyl)methyl]methylamino]-2-[[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

25

(2S)-N-tert-Butyl-2-[[[[2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[
[(2,4-dimethylphenyl)methyl]amino]-butanamide;

30

(2S)-N-tert-Butyl-2-[[[[2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-

1
[[[(2,4-dimethylphenyl)methyl]methylamino]-
butanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2-amino-5-
5 (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

10 (2*S*) -*N*-tert-Butyl-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[[(2,4-dimethylphenyl)methyl]methylamino]-
butanamide;

15 (2*S*) -*N*-tert-Butyl-2-[[[[3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

20 (2*S*) -*N*-tert-Butyl-2-[[[[3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[[(4-ethylphenyl)methyl]amino]-butanamide;

25 (2*S*) -*N*-tert-Butyl-4-[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

30 (2*S*) -*N*-tert-Butyl-4-[(4-ethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

(2*S*) -*N*-Ethyl-5-[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-

B1
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
pentanamide;

5 N-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10 N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

15 N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20 N-[2-[[[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25 N-[2-[[[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

B/

(2*S*) -*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl)methyl]methylamino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

N-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclohexyl]ami
o]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 *N*-[2-[[1-[[[(4-
chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]
-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *N*-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclopentyl]ami
no]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 *N*-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclopentyl]ami
no]-2-oxoethyl]-2-[[((1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25 *N*-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclopropyl]ami
no]-2-oxoethyl]-2-[[((1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30 *N*-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclopropyl]ami

AMENDMENTS TO THE CLAIMS

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no]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide; and

(2S)-N-Ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
5 [[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-
methyl-propanamide.

15. (ORIGINAL) A pharmaceutical composition,
10 comprising a pharmaceutically acceptable carrier and a
therapeutically effective amount of a compound of claim
1.

16. (ORIGINAL) A method for modulation of
15 chemokine or chemokine receptor activity comprising
administering to a patient in need thereof a
therapeutically effective amount of a compound of claim
1.

20 17. (ORIGINAL) A method for modulation of MCP-1,
MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is
mediated by the CCR2 receptor comprising administering
to a patient in need thereof a therapeutically
effective amount of a compound of claim 1.

25 18. (ORIGINAL) A method for modulation of MCP-1
activity comprising administering to a patient in need
thereof a therapeutically effective amount of a
compound of claim 1.

30 19. (CURRENTLY AMENDED) A method for treating or
preventing disorders, comprising administering to a

AMENDMENTS TO THE CLAIMS

patient in need thereof a therapeutically effective amount of a compound of claims 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

20. (CURRENTLY AMENDED) The method for treating
15 ~~or preventing~~ disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, 20 systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

21. (CURRENTLY AMENDED) The method for treating ~~or~~
25 ~~preventing~~ disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

30 22. (CURRENTLY AMENDED) The method for treating ~~or~~
~~preventing~~ disorders, of claim 21, wherein said

AMENDMENTS TO THE CLAIMS

disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

23. (CURRENTLY AMENDED) A method for treating or preventing rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

10 24. (CURRENTLY AMENDED) A method for treating or preventing multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

15 25. (CURRENTLY AMENDED) A method for treating or preventing atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

20 26. (CURRENTLY AMENDED) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25 27. (CURRENTLY AMENDED) A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

30 28. (ORIGINAL) A method for modulation of CCR2 activity comprising administering to a patient in need

AMENDMENTS TO THE CLAIMS

thereof a therapeutically effective amount of a compound of claim 1.

B
1
29. (NEW) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

10

30. (NEW) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

15

31. (NEW) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

20

32. (NEW) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

25

33. (NEW) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

30

34. (NEW) A method for treating inflammatory diseases, comprising administering to a patient in need

thereof a therapeutically effective amount of a compound of claim 10.

35. (NEW) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.
-